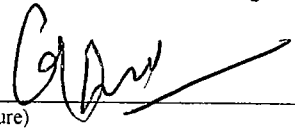


NVB 3001 (Effective 1/21)

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEVADA		PROOF OF INTEREST
Name of Debtor META MATERIALS INC	Case Number 24-50792	RECEIVED AND FILED DEC 10 2024 U S BANKRUPTCY COURT MARY A. SCHOTT, CLERK
1 Name and address of holder of the Equity Interest (the person or entity holding an Equity Interest in the Debtor. Referred to hereinafter as the Interest holder) Ghulam Mustafa Pasha 8550 North Sherman Circle Apt 106 Miramar, FL 33025 Telephone Number 954-804-9671	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of interest relating to your interest. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or the Debtors in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the Debtors.	
NOTE: This form SHOULD NOT be used to make a claim against the Debtor for money owed. A separate Proof of Claim form should be used for that purpose. This form should only be used to assert an Equity Interest in the Debtor. An Equity Interest is any right arising from any capital stock and any equity security in any of the Debtor. An equity security is defined in the Bankruptcy Code as (a) a share in a corporation whether or not transferable or denominated stock or similar security, (b) interest of a limited partner in a limited partnership, or (c) warrant or right other than a right to convert, to purchase, sell, or subscribe to a share, security, or interest of a kind specified in subsection (a) or (b) herein.		
Account or other number by which Interest holder identifies Debtor 7715-1064	Check here if this claim <input type="checkbox"/> replaces a previously filed Proof of Interest dated _____ <input type="checkbox"/> amends a previously filed Proof of Interest dated _____	
2 Name and Address of any person or entity that is the record holder for the Equity Interest asserted in this Proof of Interest Charles Schwab & Co Inc Omaha Operations Center 200 S 108th Ave Omaha NE 68154 Telephone Number 877 519-1403	3 Date Equity Interest was acquired 04/09/2019 and 11/29/2022	
4 Total amount of member interest <u>10</u>	5 Certificate number(s) <u>N/A - Held electronically</u>	
6 Type of Equity Interest Please indicate the type of Equity Interest you hold <input type="checkbox"/> Check this box if your Equity Interest is based on an actual member interest held in the Debtor <input checked="" type="checkbox"/> Check this box if your Equity Interest is based on anything else and describe that interest Description <u>Stock Holder</u>		
7 Supporting Documents Attach copies of supporting documents such as stock certificates, option agreements, warrants, etc. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
8 Date-Stamped Copy To receive an acknowledgement of the filing of your Proof of Interest, enclose a stamped, self-addressed envelope and copy of this Proof of Interest.		
9 Signature Check the appropriate box <input checked="" type="checkbox"/> I am the creditor <input type="checkbox"/> I am the creditor's authorized agent (Attach copy of power of attorney, if any) <input type="checkbox"/> I am the trustee or the debtor or their authorized agent (See Bankruptcy Rule 3004) <input type="checkbox"/> I am a guarantor, surety, endorser, or other codebtor (See Bankruptcy Rule 3005) I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name <u>GHULAM MUSTAFA PASHA</u> Title <u>Mr</u> Company <u>Address and telephone number (if different from notice address above)</u> <div style="display: flex; justify-content: space-between;"> <div> (Signature)  Telephone number <u>954-804-9671</u> email <u>mustafagps56@</u> </div> <div> (Date) <u>12/4/24</u> </div> </div>		

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 AND 3571

Ychoo (



Schwab One® Account of

[REDACTED]

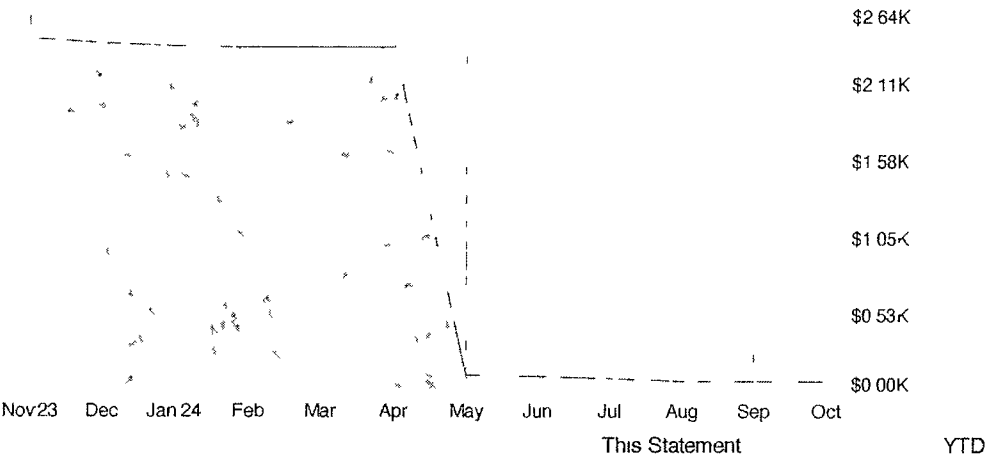
Account Number
[REDACTED] 1064

Statement Period
October 1-31 2024

Account Summary

Ending Account Value as of 10/31
\$68 70

Beginning Account Value as of 10/01
\$72.17



Manage Your Account

Customer Service and Trading

Call your Schwab Representative
1 800 435 4000
24/7 Customer Service

For the most current records on your account
visit schwab.com/login Statements are
archived up to 10 years online

Commitment to Transparency

Client Relationship Summaries and Best Interest
disclosures are at schwab.com/transparency
Charles Schwab & Co Inc Member SIPC

Online Assistance

Visit us online at schwab.com

Visit schwab.com/stmt to explore the features
and benefits of this statement

[REDACTED]

	This Statement	YTD
Beginning Value	\$72 17	\$2 381 54
Deposits	0 00	0 00
Withdrawals	0 00	(2,250 00)
Dividends and Interest	0 01	4 05
Transfer of Securities	0 00	0 00
Market Appreciation/(Depreciation)	(3 48)	(66 89)
Expenses	0 00	0 00
Ending Value	\$68 70	\$68.70

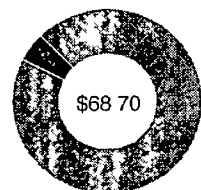
Account Ending Value reflects the market value of your cash and investments. It does not include pending transactions, unpriced securities or assets held outside Schwab's custody.



Schwab One® Account of

GHULAM MUSTAFA PASHA
DESIGNATED BENE PLAN/TOD

Asset Allocation



	This Period	Current Allocation
Cash and Cash Investments	65 51	95%
Equities	3 19	5%
Total	\$68 70	100%

Top Account Holdings This Period

SYMBOL CUSIP	Description	Market Value	% of Accounts
	Bank Sweep	65 51	95%
MMATQ	META MATLS INC	0 71	1%

Gain or (Loss) Summary

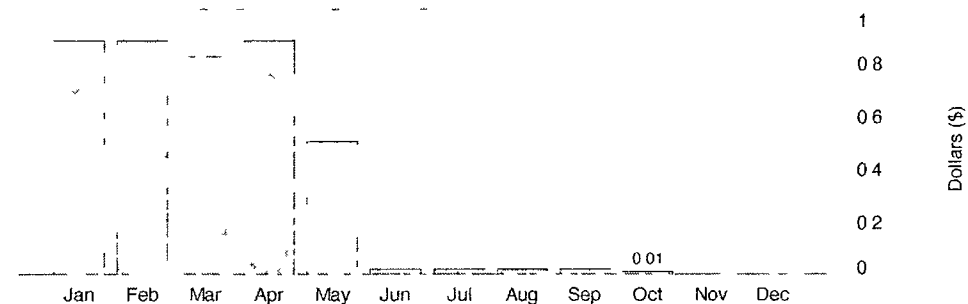
	Short Term (ST)			Long Term (LT)		
	Gain	(Loss)	Net	Gain	(Loss)	Net
This Period	0 00	0 00	0 00	0 00	0 00	0 00
YTD	0 00	0 00	0 00	0 00	0 00	0 00
Unrealized						(\$5,651 72)

Values may not reflect all of your gains/losses and may be rounded up to the nearest dollar. Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis may be incomplete or unavailable for some of your holdings and may change or be adjusted in certain cases. Please login to your account at Schwab.com for real time gain/loss information. Statement information should not be used for tax preparation. Instead refer to official tax documents. For additional information refer to Terms and Conditions.

Statement Period

October 1-31, 2024

Income Summary



Federal Tax Status	This Period		YTD	
	Tax Exempt	Taxable	Tax Exempt	Taxable
Bank Sweep Interest	0 00	0 01	0 00	4 05
Total Income	\$0 00	\$0 01	\$0 00	\$4 05



Schwab One® Account of

GHULAM MUSTAFA PASHA
DESIGNATED BENE PLAN/TOD

Statement Period

October 1-31 2024

Positions - Summary

Beginning Value as of 10/01	+	Transfer of Securities(In/Out)	+	Dividends Reinvested	+	Cash Activity	+	Change in Market Value	=	Ending Value as of 10/31	Cost Basis	Unrealized Gain/(Loss)
\$72.17		\$0.00		\$0.00		\$0.01		(\$3.48)		\$68.70	\$5,654.91	(\$5,651.72)

Values may not reflect all of your gains/losses. Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis may be incomplete or unavailable for some of your holdings and may change or be adjusted in certain cases. Statement information should not be used for tax preparation. Instead refer to official tax documents. For additional information refer to Terms and Conditions.

Cash and Cash Investments

Type	Symbol	Description	Quantity	Price(\$)	Beginning Balance(\$)	Ending Balance(\$)	Change in Period Balance(\$)	Pending/Unsettled Cash(\$)	Interest/ Yield Rate	% of Acct
Bank Sweep		Bank Sweep ^{X Z}			65.50	65.51	0.01		0.20%	95%
Total Cash and Cash Investments					\$65.50	\$65.51	\$0.01			95%

Positions - Equities

Symbol	Description	Quantity	Price(\$)	Market Value(\$)	Cost Basis(\$)	Unrealized Gain/(Loss)(\$)	Est. Yield	Est. Annual Income(\$)	% of Acct
[REDACTED]	[REDACTED]	40.0000	0.06200	2.48	52.00	(49.52)	N/A	0.00	4%
MMATQ	META MATLS INC	10.0000	0.07100	0.71	2,519.55	(2,518.84)	N/A	0.00	1%
[REDACTED]	[REDACTED]	4,150.0000	0.00000	0.00	3,083.36	(3,083.36)	N/A	0.00	
Total Equities				\$3.19	\$5,654.91	(\$5,651.72)		\$0.00	5%

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Transactions - Summary

Beginning Cash* as of 10/01	+	Deposits	+	Withdrawals	+	Purchases	+	Sales/Redemptions	+	Dividends/Interest	+	Expenses	=	Ending Cash* as of 10/31
\$65.50		\$0.00		\$0.00		\$0.00		\$0.00		\$0.01		\$0.00		\$65.51

Other Activity \$0.00 Other activity includes transactions which don't affect the cash balance such as stock transfers, splits, etc.

*Cash (includes any cash debit balance) held in your account plus the value of any cash invested in a sweep money fund.



Schwab One® Account of

GHULAM MUSTAFA PASHA
DESIGNATED BENE PLAN/TODStatement Period
October 1-31, 2024

Transaction Details

Date	Category	Action	Symbol/ CUSIP	Description	Quantity	Price/Rate per Share(\$)	Charges/ Interest(\$)	Amount(\$)	Realized Gain/(Loss)(\$)
10/16	Interest	Bank Interest ^{X Z}		BANK INT 091624-101524				0 01	
Total Transactions								\$0 01	\$0 00

Date column represents the Settlement/Process date for each transaction

Bank Sweep Activity

Date	Description	Amount	Date	Description	Amount	Date	Description	Amount
10/01	Beginning Balance ^{X Z}	\$65 50	10/31	Ending Balance ^{X Z}	\$65 51	10/31	Interest Rate ^{* Z}	0.20%
10/15	BANK INTEREST ^{X Z}	0 01						

* Your interest period was 09/16/24 - 10/15/24 ^Z

Endnotes For Your Account

X Bank Sweep deposits are held at FDIC insured Program Banks which are listed in the Cash Features Disclosure Statement

Z For the Bank Sweep and Bank Sweep for Benefit Plans features interest is paid for a period that differs from the Statement Period. Balances include interest paid as indicated on your statement by Schwab or one or more of its Program Banks. These balances do not include interest that may have accrued during the Statement Period after interest is paid. The interest paid may include interest that accrued in the prior Statement Period.

Terms and Conditions

GENERAL INFORMATION AND KEY TERMS This Account statement is furnished solely by Charles Schwab & Co. Inc. ("Schwab") for your Account at Schwab ("Account"). Unless otherwise defined herein capitalized terms have the same meanings as in your Account Agreement. If you receive any other communication from any source other than Schwab which purports to represent your holdings at Schwab (including balances held at a Depository Institution) you should verify its content with this statement.

Accrued Income Accrued Income is the sum of the total accrued interest and/or accrued dividends on positions held in your Account, but the interest and/or dividends have not been received into your Account. Schwab makes no representation that the amounts shown (or any other amount) will be received. Accrued amounts are not covered by SIPC account protection until actually received and held in the Account.

AIP (Automatic Investment Plan) Customers Schwab receives remuneration in connection with certain transactions effected through Schwab. If you participate in a systematic investment program through Schwab, the additional information normally detailed on a trade confirmation will be provided upon request.

Average Daily Balance Average daily composite of all cash balances that earn interest and all loans from Schwab that are charged interest.

Bank Sweep and Bank Sweep for Benefit Plans Features Schwab acts as your agent and custodian in establishing and maintaining your Deposit Account(s) as a feature of your brokerage Account(s). Deposit accounts held through these bank sweep features constitute direct obligations of one or more FDIC insured banks ("Program Banks") that are not obligations of Schwab.

Funds swept to Program Banks are eligible for deposit insurance from the FDIC up to the applicable limits for each bank for funds held in the same insurable capacity. The balance in the Deposit Accounts can be withdrawn on your order and the proceeds returned to your brokerage Account or remitted to you as provided in your Account Agreement. For information on FDIC insurance and its limits, as well as other important disclosures about the bank sweep feature(s) in your Account(s), please refer to the Cash Features Disclosure Statement available online or from a Schwab representative.

Cash Any Free Credit Balance owed by us to you payable upon demand which, although accounted for on our books of record, is not segregated and may be used in the conduct of this firm's business.

Dividend Reinvestment Customers Dividend reinvestment transactions were effected by Schwab acting as a principal for its own account except for the reinvestment of Schwab dividends, for which an independent broker dealer acted as the buying agent. Further information on these transactions will be furnished upon written request.

Gain (or Loss) Unrealized Gain or (Loss) and Realized Gain or (Loss) sections ("Gain/Loss Section(s)") contain a gain or a loss summary of your Account. This information has been provided on this statement at the request of your Advisor, if applicable. This information is not a solicitation or a recommendation to buy or sell. Schwab does not provide tax advice and encourages you to consult with your tax professional. Please view the Cost Basis Disclosure Statement for additional information on how gain (or loss) is calculated and how Schwab reports adjusted cost basis information to the IRS.



Schwab One® Account of

GHULAM MUSTAFA PASHA
DESIGNATED BENE PLAN/OTD

Statement Period

October 1-31 2024

Terms and Conditions (continued)

Interest For the Schwab One Interest Bank Sweep and Bank Sweep for Benefit Plans features interest is paid for a period that may differ from the Statement Period. Balances include interest paid as indicated on your statement by Schwab or one or more of its Program Banks. These balances do not include interest that may have accrued during the Statement Period after interest is paid. The interest paid may include interest that accrued in the prior Statement Period. For the Schwab One Interest feature interest accrues daily from the second to last business day of the prior month and is posted on the second to last business day of the current month. For the Bank Sweep and Bank Sweep for Benefit Plans features interest accrues daily from the 16th day of the prior month and is credited/posted on the first business day after the 15th of the current month. If on any given day the interest that Schwab calculates for the Free Credit Balances in the Schwab One Interest feature in your brokerage Account is less than \$0.05 you will not accrue any interest on that day. For balances held at banks affiliated with Schwab in the Bank Sweep and Bank Sweep for Benefit Plans features interest will accrue even if the amount is less than \$0.05.

Margin Account Customers This is a combined statement of your margin account and special memorandum account maintained for you under Section 220.5 of Regulation T issued by the Board of Governors of the Federal Reserve System. The permanent record of the separate account as required by Regulation T is available for your inspection. Securities purchased on margin are Schwab's collateral for the loan to you. It is important that you fully understand the risks involved in trading securities on margin. These risks include: 1) You can lose more funds than you deposit in the margin account. 2) Schwab can force the sale of securities or other assets in any of your account(s) to maintain the required account equity without contacting you. 3) You are not entitled to choose which assets are liquidated nor are you entitled to an extension of time on a margin call. 4) Schwab can increase its "house" maintenance margin requirements at any time without advance written notice to you.

Market Price The most recent price evaluation available to Schwab on the last business day of the report period, normally the last trade price or bid as of market close. Unpriced securities denote that no market evaluation update is currently available. Price evaluations are obtained from outside parties. Schwab shall have no responsibility for the accuracy or timeliness of any such valuations.

Assets Not Held at Schwab are not held in your Account or covered by the Account's SIPC account protection and are not otherwise in Schwab's custody and are being provided as a courtesy to you. Information on Assets Not Held at Schwab, including but not limited to valuations, is reported solely based on information you provide to Schwab. Schwab can neither validate nor certify the existence of Assets Not Held at Schwab or the accuracy, completeness or timeliness of the information about Assets Not Held at Schwab, whether provided by you or otherwise. Descriptions of Assets Not Held at Schwab may be abbreviated or truncated. Some securities, especially thinly traded equities in the OTC market or foreign markets, may not report the most current price and are indicated as Stale Priced. Certain Limited Partnerships (direct participation programs) and unlisted Real Estate Investment Trust (REIT) securities for which you may see a value on your monthly Account statement that reflects the issuer's appraised estimated value, are not listed on a national securities exchange and are generally illiquid. Even if you are able to sell such securities, the price received may be less than the per share appraised estimated value provided in the account statement.

Market Value The Market Value is computed by multiplying the Market Price by the Quantity of Shares. This is the dollar value of your present holdings in your specified Schwab Account or a summary of the Market Value summed over multiple accounts.

Non-Publicly Traded Securities All assets shown on this statement other than certain direct investments which may be held by a third party are held in your Account. Values of certain Non-Publicly Traded Securities may be furnished by a third party as provided by Schwab's Account Agreement. Schwab shall have no responsibility for the accuracy or timeliness of such valuations.

The Securities Investor Protection Corporation (SIPC) does not cover many limited partnership interests.

Schwab Sweep Money Funds Includes the primary money market funds into which Free Credit Balances may be automatically invested pursuant to your Account Agreement. Schwab or an affiliate acts and receives compensation as the Investment Advisor, Shareholder Service Agent and Distributor for the Schwab Sweep Money Funds. The amount of such compensation is disclosed in the prospectus. The yield information for Schwab Sweep Money Funds is the current 7 day yield as of the statement period. Yields vary. If on any given day the accrued daily dividend for your selected sweep money fund as calculated for your account is less than 1/2 of 1 cent (\$0.005), your account will not earn a dividend for that day. In addition, if you do not accrue at least 1 daily dividend of \$0.01 during a pay period, you will not receive a money market dividend for that period. Schwab and the Schwab Sweep Money Funds investment advisor may be voluntarily reducing a portion of a Schwab Sweep Money Fund's expenses. Without these reductions, yields would have been lower.

Securities Products and Services Securities products and services are offered by Charles Schwab & Co. Inc. **Member SIPC** **Securities products and services, including unswept intraday funds and net credit balances held in brokerage accounts are not deposits or other obligations of, or guaranteed by, any bank, are not FDIC insured, and are subject to investment risk and may lose value.** SIPC does not cover balances held at Program Banks in the Bank Sweep and Bank Sweep for Benefit Plans features. Please see your Cash Feature Disclosure Statement for more information on insurance coverage.

Yield to Maturity This is the actual average annual return on a note if held to maturity.

IN CASE OF ERRORS OR DISCREPANCIES If you find an error or discrepancy relating to your brokerage activity (other than an electronic fund transfer) you must notify us promptly, but no later than 10 days after this statement is sent or made available to you. If this statement shows that we have mailed or delivered security certificate(s) that you have not received, notify Schwab immediately. You may call us at 800-435-4000 (Outside the U.S. call +1-415-667-8400). If you're a client of an independent investment advisor, call us at 800-515-2157. Any oral communications should be re-confirmed in writing to further protect your rights, including rights under the Securities Investor Protection Act (SIPA). If you do not so notify us, you agree that the statement activity and Account balance are correct for all purposes with respect to those brokerage transactions.

IN CASE OF COMPLAINTS If you have a complaint regarding your Schwab statement, products or services, please write to Client Service & Support at Charles Schwab & Co. Inc., P.O. Box 982603, El Paso, TX 79998-2603, or call customer service at 800-435-4000 (Outside the U.S. call +1-415-667-8400). If you're a client of an independent investment advisor, call us at 800-515-2157.

Address Changes If you fail to notify Schwab in writing of any change of address or phone number, you may not receive important notifications about your Account, and trading or other restrictions might be placed on your Account.

Additional Information We are required by law to report to the Internal Revenue Service adjusted cost basis information (if applicable), certain payments to you and credits to your Account during the calendar year. Retain this statement for income tax purposes. A financial statement for your inspection is available at Schwab's offices or a copy will be mailed to you upon written request. Any third party trademarks appearing herein are the property of their respective owners. Charles Schwab & Co. Inc., Charles Schwab Bank, Charles Schwab Premier Bank, and Charles Schwab Trust Bank are separate but affiliated companies and subsidiaries of the Charles Schwab Corporation. © 2024 Charles Schwab & Co. Inc. ("Schwab"). All rights reserved. **Member SIPC** (OICUSTNC) (0822 20UL)

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Lot Details: MMATQ - META MATLS INC CLASS EQUITY

 Cost Basis Calculator  Help  Export  Print

Open Date	Quantity	Price	Cost/Share	Market Value	Cost Basis	Gain/Loss \$	Gain/Loss
11/29/2022	5	\$0 061	\$186 92	\$0 30	\$934 60	-\$934 30	-99 97
04/09/2019	5	\$0 061	\$316 99	\$0 30	\$1,584 95	-\$1,584 65	-99 98
Total	10			\$0 61	\$2,519 55	-\$2,518 94	-99 98

EX-99 2 5 mmat-ex99_2.htm EX-99 2

Exhibit 99 2**Meta Materials Announces Distribution of Series C Preferred Stock to Holders of its Common Stock**

HALIFAX, NS / ACCESSWIRE / January 23, 2024 / Meta Materials Inc (the "Company" or "META") (Nasdaq: MMAT), an advanced materials and nanotechnology company, today announced that its Board of Directors declared a distribution of one share of newly designated Series C Preferred Stock, par value \$0.001 per share, for each outstanding share of the Company's common stock and each voting right represented by the Company's Series B Preferred Stock held of record as of 5:00 p.m. Eastern Time on February 2, 2024. The shares of Series C Preferred Stock will be distributed to such recipients at 5:30 p.m. Eastern Time on February 2, 2024. The outstanding shares of Series C Preferred Stock will vote together with the outstanding shares of the Company's common stock, as a single class, exclusively with respect to a proposal to increase the Company's authorized shares as well as any proposal to adjourn any meeting of stockholders called for the purpose of voting on the increase in authorized shares, and will not be entitled to vote on any other matter, except to the extent required under the Nevada law. Subject to certain limitations, each outstanding share of Series C Preferred Stock will have 1,000 votes per share.

All shares of Series C Preferred Stock that are not present in person or by proxy at the meeting of stockholders held to vote on the increase in authorized shares as of immediately prior to the opening of the polls at such meeting will automatically be redeemed by the Company. Any outstanding shares of Series C Preferred Stock that have not been so redeemed will be redeemed if such redemption is ordered by the Company's Board of Directors or automatically upon the approval by the Company's stockholders of an amendment to the Company's articles of incorporation effecting the increase of authorized shares at such meeting.

The Series C Preferred Stock will be uncertificated, and no shares of Series C Preferred Stock will be transferable by any holder thereof except in connection with a transfer by such holder of any shares of the Company's common stock held by such holder. In that case, a number of shares of Series C Preferred Stock equal to the number of shares of the Company's common stock to be transferred by such holder would be transferred to the transferee of such shares of common stock.

Further details regarding the Series C Preferred Stock will be contained in a Current Report on Form 8-K to be filed by the Company with the Securities and Exchange Commission. In addition, the Company also intends to file a notice of special meeting of the Company's stockholders and a preliminary proxy statement to consider the approval of an increase in the Company's authorized shares as described herein, if necessary.

About Meta Materials Inc

Meta Materials Inc (META) is an advanced materials and nanotechnology company. We develop new products and technologies using innovative sustainable science. Advanced materials can improve everyday products that surround us, making them smarter and more sustainable. META® technology platforms enable global brands to develop new products to improve performance for customers in aerospace and defense, consumer electronics, 5G communications, batteries, authentication, automotive and clean energy. Learn more at www.metamaterial.com

Media and Investor Inquiries

Rob Stone

Vice President, Corporate Development and Communications

Meta Materials Inc

media@metamaterial.com

ir@metamaterial.com

Forward Looking Information

This press release includes forward-looking information or statements within the meaning of Canadian securities laws and within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, regarding the Company, which may include, but are not limited to, statements with respect to the business strategies, product development, restructuring plans and operational activities of the Company. Often but not always, forward-looking information can be identified by the use of words such as “pursuing”, “potential”, “predicts”, “projects”, “seeks”, “plans”, “expect”, “intends”, “anticipated”, “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “should”, “would” or “will” be taken, occur or be achieved. Such statements are based on the current expectations and views of future events of the management of the Company and are based on assumptions and subject to risks and uncertainties. Although the management of the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. The forward-looking events and circumstances discussed in this release may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting the Company, the capabilities of our facilities, research and development projects of the Company, the total available market and market potential of the products of the Company, the market position of the Company, the need to raise more capital and the ability to do so, the scalability of the Company’s production ability, capacity for new customer engagements, material selection programs timeframes, the ability to reduce production costs, enhance metamaterials manufacturing capabilities and extend market reach into new applications and industries, the ability to accelerate commercialization plans, the possibility of new customer contracts, the continued engagement of our employees, the technology industry, market strategic and operational activities, and management’s ability to manage and operate the business. More details about these and other risks that may impact the Company’s businesses are described under the heading “Forward-Looking Information” and under the heading “Risk Factors” in the Company’s Form 10-K filed with the SEC on March 23, 2023, in the Company’s Form 10-K/A filed with the SEC on March 24, 2023, in the Company’s Form 10-Q filed with the SEC on November 13, 2023, and in subsequent filings made by Meta Materials with the SEC, which are available on SEC’s website at www.sec.gov. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on any forward-looking statements or information. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and the Company does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except to the extent required by law.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D C 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) January 23, 2024**

Meta Materials Inc.

(Exact name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-36247
(Commission File Number)

74-3237581
(IRS Employer
Identification No)

60 Highfield Park Dr
Dartmouth, Nova Scotia, Canada
(Address of Principal Executive Offices)

B3A 4R9
(Zip Code)

Registrant's Telephone Number, Including Area Code 902 482-5729

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230 425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240 14a-12)
- ☐ Pre commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240 14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240 13e-4(c))

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0 001 per share	MMAT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230 405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240 12b-2 of this chapter)

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Item 3 03 Material Modification to Rights of Security Holders

The disclosure set forth in Item 5 03 below is hereby incorporated by reference into this Item 3 03

Item 5 03 Amendments to Articles of Incorporation or Bylaws, Change in Fiscal Year***Series C Preferred Stock Distribution***

As previously disclosed, on January 23, 2024, the board of directors (the “*Board*”) of Meta Materials Inc , a Nevada corporation (“*META*” or the “*Company*”), declared a distribution of one share of newly designated Series C Preferred Stock, par value \$0 001 per share (“*Series C Preferred Stock*”), for each outstanding share of the Company’s common stock, par value \$0 001 per share (“*Common Stock*”), and each voting right represented by the Company’s Series B Preferred Stock, par value \$0 001 per share (“*Series B Preferred Stock*”), held of record on February 2, 2024 (the “*Record Date*”)

General, Transferability The Board adopted resolutions providing that shares of Series C Preferred Stock will be uncertificated. As a result, outstanding shares of Series C Preferred Stock will be represented in book-entry form. The certificate of designation governing Series C Preferred Stock (the “*Certificate of Designation*”) provides that shares of Series C Preferred Stock may not be transferred by any holder thereof except in connection with a transfer by such holder of any shares of Common Stock held by such holder, in which case a number of shares of Series C Preferred Stock equal to the number of shares of Common Stock to be transferred by such holder will be automatically transferred to the transferee of such shares of Common Stock.

Voting Rights Each share of Series C Preferred Stock will entitle the holder thereof to 1,000 votes per share (and, for the avoidance of doubt, each fraction of a share of Series C Preferred Stock will have a ratable number of votes). Thus, each share of Series C Preferred Stock will entitle the holder thereof to 1,000 votes. The outstanding shares of Series C Preferred Stock will vote together with the outstanding shares of Common Stock as a single class exclusively with respect to (1) any proposal to adopt an amendment to our Articles of Incorporation to increase the authorized shares of Common Stock from 10,000,000 shares of Common Stock to a minimum of 250,000,000 shares of Common Stock in accordance with the terms of such amendment (the “*Authorized Share Proposal*”), and (2) any proposal to adjourn any meeting of stockholders called for the purpose of voting on the Authorized Share Proposal (the “*Adjournment Proposal*”). The Series C Preferred Stock will not be entitled to vote on any other matter, except to the extent required under the Nevada law.

Unless otherwise provided on any applicable proxy or ballot with respect to the voting on the Authorized Share Proposal or the Adjournment Proposal, as applicable, the holder of each share of Series C Preferred Stock (or fraction thereof) entitled to vote on the Authorized Share Proposal or the Adjournment Proposal, as applicable, at any meeting of stockholders held to vote on the Authorized Share Proposal will be cast in the same manner as the vote, if any, of the holder of the share of Common Stock (or fraction thereof) in respect of which such share of Series C Preferred Stock (or fraction thereof) was issued as a dividend is cast on the Authorized Share Proposal or the Adjournment Proposal, as applicable, and the proxy or ballot with respect to shares of Common Stock held by any holder on whose behalf such proxy or ballot is submitted will be deemed to include all shares of Series C Preferred Stock (or fraction thereof) held by such holder. Holders of Series C Preferred Stock will not receive a separate ballot or proxy to cast votes with respect to the Series C Preferred Stock on the Authorized Share Proposal or the Adjournment Proposal brought before any meeting of stockholders held to vote on the Authorized Share Proposal.

Dividend Rights The holders of Series C Preferred Stock, as such, will not be entitled to receive dividends of any kind.

Liquidation Preference The Series C Preferred Stock will rank senior to the Common Stock and Series B Preferred Stock as to any distribution of our assets upon a liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily (a “*Dissolution*”). Upon any Dissolution, each holder of outstanding shares of Series C Preferred Stock will be entitled to be paid out of our assets available for distribution to stockholders, prior and in preference to any distribution to the holders of Common Stock, an amount in cash equal to \$0 001 per outstanding share of Series C Preferred Stock.

Redemption All shares of Series C Preferred Stock that are not present in person or by proxy at any meeting of stockholders held to vote on the Authorized Share Proposal as of immediately prior to the opening of the polls at such meeting (the “*Initial Redemption Time*”) will automatically be redeemed by us at the Initial Redemption Time without further action on our part or on the part of the holder of shares of Series C Preferred Stock (the “*Initial Redemption*”). Any outstanding shares of Series C Preferred Stock that have not been redeemed pursuant to the Initial Redemption will automatically be redeemed in whole, but not in part, at the close of business on the earlier of (i) the business day established by the Board in its sole discretion and (ii) automatically without further action or formality on the part of the Company or the holder thereof upon the approval by the Company’s stockholders of the Authorized Share Proposal at any meeting of the stockholders held for the purpose of voting on such proposal.

Each share of Series C Preferred Stock redeemed in accordance with the Certificate of Designation will be deemed to be redeemed immediately prior to the redemption time described above. From and after such redemption time, each share of Series C Preferred Stock

redeemed pursuant to the Certificate of Designation will no longer be deemed to be outstanding and all rights in respect of such share of Series C Preferred Stock will cease, except for the right to receive \$0.001 in cash

Miscellaneous The Series C Preferred Stock is not convertible into, or exchangeable for, shares of any other class or series of our stock or other securities. The Series C Preferred Stock has no stated maturity and is not subject to any sinking fund.

The Certificate of Designation was filed with the Nevada Secretary of State and became effective on January 26, 2024. The foregoing description of the Series C Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, which is filed as Exhibit 3.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Reverse Stock Split

On January 26, 2024, the Company filed a Certificate of Change (the “*Certificate of Change*”) with the Nevada Secretary of State to effect the previously announced one-for-one hundred reverse split of the Company’s issued and outstanding Common Stock (the “*Reverse Stock Split*”), and the Reverse Stock Split became effective in accordance with the terms of the Certificate of Amendment at 12:01 a.m. Pacific Time on January 29, 2024 (the “*Effective Time*”). The Reverse Stock Split was approved by the Board in accordance with Nevada law.

At the Effective Time, every one hundred shares of Common Stock issued and outstanding were automatically combined into one share of Common Stock, without any change in the par value per share. The exercise prices and the number of shares issuable upon exercise of outstanding stock options, equity awards and warrants, and the number of shares available for future issuance under the equity incentive plans have been adjusted in accordance with their respective terms. The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s Common Stock. The Company will not issue any fractional shares in connection with the Reverse Stock Split. Instead, fractional shares will be rounded up to the next largest whole number. The Reverse Stock Split will not modify the relative rights or preferences of the Common Stock.

The Company’s transfer agent, Equiniti Trust Company, LLC, is the exchange agent for the Reverse Stock Split and will correspond with stockholders of record regarding the Reverse Stock Split. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split.

The Company’s common stock will begin trading on the Nasdaq Capital Market on a split-adjusted basis on Monday, January 29, 2024. The new CUSIP number for the Common Stock following the Reverse Stock Split is 59134N302.

The foregoing description of the Certificate of Change does not purport to be complete and is subject to, and is qualified in its entirety by reference to the Certificate of Change, which is filed as Exhibit 3.2 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On January 23, 2024, the Company issued press releases announcing the Reverse Stock Split and the Series C Preferred Stock distribution. A copy of the press releases are furnished as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The information in Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No	Description
3.1	<u>Certificate of Designation of Series C Preferred Stock, filed on January 26, 2024.</u>
3.2	<u>Certificate of Change, filed on January 26, 2024.</u>
99.1	<u>Press Release, dated January 23, 2024 (regarding Reverse Stock Split).</u>
99.2	<u>Press Release, dated January 23, 2024 (regarding Series C Preferred Stock distribution).</u>
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized

META MATERIALS INC

Date January 29, 2024

By /s/ Uzi Sasson

Uzi Sasson

President and Chief Executive Officer

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Exhibit 3 1

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FRANCISCO V AGUILAR
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website www.nvsos.gov

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Business Number E0768622007 2 Filing Number 20243781398 Filed On 1/26/2024 8 36 00 AM Number of Pages 7
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Certificate, Amendment or Withdrawal of Designation

NRS 78 1955, 78 1955(6)

☒ Certificate of Designation☐ Certificate of Amendment to Designation - Before Issuance of Class or Series☐ Certificate of Amendment to Designation - After Issuance of Class or Series☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1 Entity Information	Name of entity Meta Materials Inc Entity or Nevada Business Identification Number (NVID) NV20071747429
2 Effective date and time	For Certificate of Designation or Amendment to Designation Only (Optional) Date Time (must not be later than 90 days after the certificate is filed)
3 Class or series of stock (Certificate of Designation only)	The class or series of stock being designated within this filing Series C Preferred Stock
4 Information for amendment of class or series of stock	The original class or series of stock being amended within this filing
5 Amendment of class or series of stock	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation
6 Resolution Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock * NOW, THEREFORE, BE IT RESOLVED, that, pursuant to authority conferred upon the Board of Directors by the Articles (SEE ATTACHED)
7 Withdrawal	Designation being Withdrawn Date of Designation No shares of the class or series of stock being withdrawn are outstanding The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock *
8 Signature (Required)	<input checked="" type="checkbox"/> <i>Ugo Sasson</i> Signature of Officer Date 01/25/2024

* Attach additional page(s) if necessary

This form must be accompanied by appropriate fees

Page 1 of 1
Revised 12/12/2022

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META MATERIALS INC
CERTIFICATE OF DESIGNATION
OF
SERIES C PREFERRED STOCK

(Pursuant to Section 78 1955 of the Nevada Revised Statutes)

The undersigned, Uzi Sasson, the duly appointed Chief Executive Officer and President of Meta Materials Inc , a corporation organized and existing under the laws of the State of Nevada (the "**Corporation**"), does hereby certify that

1 The Corporation is authorized to issue 200,000,000 shares of preferred stock, par value \$0 001 per share (the "**Preferred Stock**"),

2 The Board of Directors of the Corporation (the "**Board of Directors**"), in accordance with the Corporation's Amended and Restated Articles of Incorporation, dated as of June 24, 2021 (as may be amended and/or restated from time to time, the "**Articles of Incorporation**"), adopted the following resolutions by unanimous written consent as of January 22, 2024, with the same force and effect as if adopted at a meeting of the Board of Directors duly called and held

WHEREAS, the Articles of Incorporation provides for a class of capital stock of the Corporation known as preferred stock, consisting of 200,000,000 shares, par value \$0 001 per share (the "**Preferred Stock**"), issuable from time to time in one or more series,

WHEREAS, the Board of Directors is expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series, and the designation of such series, the voting powers, designations, preferences, limitations, restrictions and relative rights of the shares of such series, to the full extent now or hereafter permitted by the laws of the State of Nevada and the Nevada Revised Statutes ("**NRS**"), and

WHEREAS, pursuant to such authority, the Board of Directors desires to fix the voting powers, designations, preferences, limitations, restrictions and relative rights relating to a series of Preferred Stock

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to authority conferred upon the Board of Directors by NRS 78 1955 and the Articles of Incorporation, (1) a series of Preferred Stock be, and hereby is, authorized by the Board of Directors, (2) the Board of Directors hereby authorizes the issuance of shares of Series C Preferred Stock as provided for herein, and (3) the Board of Directors hereby fixes the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of such shares of Preferred Stock, in addition to any provisions set forth in the Articles of Incorporation that are applicable to all series of the Preferred Stock, as follows

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TERMS OF SERIES C PREFERRED STOCK

1 Designation, Amount and Par Value The series of Preferred Stock created hereby shall be designated as the Series C Preferred Stock (the "*Series C Preferred Stock*"), and the number of shares so designated shall be 10,000,000. Each share of Series C Preferred Stock shall have a par value of \$0.001 per share.

2 Dividends The holders of Series C Preferred Stock, as such, shall not be entitled to receive dividends of any kind.

3 Voting Rights Except as otherwise provided by the Articles of Incorporation of the Corporation or required by law, the holders of shares of Series C Preferred Stock shall have the following voting rights:

3.1 Except as otherwise provided herein, each outstanding share of Series C Preferred Stock shall have 1,000 votes per share (and, for the avoidance of doubt, each fraction of a share of Series C Preferred Stock shall have a ratable number of votes). The outstanding shares of Series C Preferred Stock shall vote together with the outstanding shares of common stock, par value \$0.001 per share (the "*Common Stock*"), of the Corporation and the votes represented by the outstanding share of Series B Preferred Stock, par value \$0.001 per share (the "*Series B Preferred Stock*"), as a single class exclusively with respect to the Authorized Share Proposal (as defined below) and the Adjournment Proposal (as defined below) and shall not be entitled to vote on any other matter except to the extent required under the NRS. Notwithstanding the foregoing, and for the avoidance of doubt, each share of Series C Preferred Stock (or fraction thereof) redeemed pursuant to the Initial Redemption (as defined below) shall have no voting power with respect to, and the holder of each share of Series C Preferred Stock (or fraction thereof) redeemed pursuant to the Initial Redemption shall have no voting power with respect to any such share of Series C Preferred Stock (or fraction thereof) on, the Authorized Share Proposal, the Adjournment Proposal or any other matter brought before any meeting of stockholders held to vote on the Authorized Share Proposal. As used herein, the term "*Authorized Share Proposal*" means any proposal to adopt an amendment to the Articles of Incorporation of the Corporation to increase the authorized shares of Common Stock from 10,000,000 shares of Common Stock to a minimum of 250,000,000 shares of Common Stock in accordance with the terms of such amendment. As used herein, the term "*Adjournment Proposal*" means any proposal to adjourn any meeting of stockholders called for the purpose of voting on the Authorized Share Proposal.

3.2 Unless otherwise provided on any applicable proxy or ballot with respect to the voting on the Authorized Share Proposal or the Adjournment Proposal, the 1,000 votes per share of Series C Preferred Stock (or fraction thereof) entitled to vote on the Authorized Share Proposal, the Adjournment Proposal or any other matter brought before any meeting of stockholders held to vote on the Authorized Share Proposal shall be cast in the same manner as the vote, if any, of

(a) each share of Common Stock (or fraction thereof) in respect of which such share of Series C Preferred Stock (or fraction thereof) was issued as a distribution is cast on the Authorized Share Proposal, the Adjournment Proposal or such other matter, as applicable, and

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(b) each Exchangeable Share (as defined in the Certificate of Designation for the Series B Preferred Stock, as filed with the Office of the Nevada Secretary of State on June 28, 2021), as exercised by TSX Trust Company, as successor to AST Trust Company (Canada) AST Trust (Canada) (the "*Trustee*") through the Series B Preferred Stock in accordance with that certain Voting and Exchange Trust Agreement made as of June 28, 2021 (the "*Voting Agreement*"), is cast on the Authorized Share Proposal, the Adjournment Proposal or such other matter, as applicable,

where the proxy or ballot with respect to the shares of Common Stock held by any holder on whose behalf such proxy or ballot is submitted and with respect to the votes exercised by proxy by the Trustee in accordance with Series B Preferred Stock and the Voting Agreement will be deemed to include all shares of Series C Preferred Stock (or fraction thereof) held by such holder. Holders of Series C Preferred Stock will not receive a separate ballot or proxy to cast votes with respect to the Series C Preferred Stock on the Authorized Share Proposal, the Adjournment Proposal or any other matter brought before any meeting of stockholders held to vote on the Authorized Share Proposal.

4 Rank, Liquidation

4.1 The Series C Preferred Stock shall rank senior to the Common Stock and to the Series B Preferred Stock as to any distribution of assets upon a liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily (a "*Dissolution*"). For the avoidance of any doubt, but without limiting the foregoing, neither the merger or consolidation of the Corporation with or into any other entity, nor the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets shall, in and of itself, be deemed to constitute a Dissolution.

4.2 Upon any Dissolution, each holder of outstanding shares of Series C Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to stockholders, prior and in preference to any distribution to the holders of Common Stock, an amount in cash equal to \$0.001 per outstanding share of Series C Preferred Stock.

5 Redemption

5.1 All shares of Series C Preferred Stock that are not present in person or by proxy at any meeting of stockholders held to vote on the Authorized Share Proposal as of immediately prior to the opening of the polls at such meeting (the "*Initial Redemption Time*") shall automatically be redeemed by the Corporation at the Initial Redemption Time without further action or formality on the part of the Corporation or the holder thereof (the "*Initial Redemption*").

5.2 Any outstanding shares of Series C Preferred Stock that have not been redeemed pursuant to an Initial Redemption shall be redeemed in whole, but not in part, (a) if such redemption is ordered by the Board of Directors in its sole discretion, automatically and effective on such time and date specified by the Board of Directors in its sole discretion or (b) automatically without further action or formality on the part of the Corporation or the holder thereof upon the approval by the Corporation's stockholders of the Authorized Share Proposal at any meeting of the stockholders held for the purpose of voting on such proposal (any such redemption pursuant to

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this Section 5.2, the "**Subsequent Redemption**" and, together with the Initial Redemption, the "**Redemptions**") As used herein, the "**Subsequent Redemption Time**" shall mean the effective time of the Subsequent Redemption, and the "**Redemption Time**" shall mean (y) with respect to the Initial Redemption, the Initial Redemption Time and (x) with respect to the Subsequent Redemption, the Subsequent Redemption Time

5.3 Each share of Series C Preferred Stock redeemed in any Redemption pursuant to this Section 5 shall be redeemed in consideration for the right to receive an amount equal to \$0.001 in cash for each whole share of Series C Preferred Stock that are "beneficially owned" by the "beneficial owner" (as such terms are defined below) thereof as of immediately prior to the applicable Redemption Time and redeemed pursuant to such Redemption, payable upon receipt by the Corporation of a written request submitted by the applicable holder to the corporate secretary of the Corporation (each a "**Redemption Payment Request**") following the applicable Redemption Time. Such Redemption Payment Request shall (a) be in a form reasonably acceptable to the Corporation (b) set forth in reasonable detail the number of shares of Series C Preferred Stock beneficially owned by the holder at the applicable Redemption Time and include evidence reasonably satisfactory to the Corporation regarding the same, and (c) set forth a calculation specifying the amount in cash owed to such Holder by the Corporation with respect to the shares of Series C Preferred Stock that were redeemed at the applicable Redemption Time. As used herein, "**Person**" shall mean any individual, firm, corporation, partnership, limited liability company, trust or other entity, and shall include any successor (by merger or otherwise) to such entity. As used herein, a Person shall be deemed the "**beneficial owner**" of, and shall be deemed to "**beneficially own**," any securities which such Person is deemed to beneficially own, directly or indirectly, within the meaning of Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended.

5.4 From and after the time at which any shares of Series C Preferred Stock are called for redemption (whether automatically or otherwise) in accordance with Section 5.1 or Section 5.2, such shares of Series C Preferred Stock shall cease to be outstanding, and the only right of the former holders of such shares of Series C Preferred Stock, as such, will be to receive the applicable redemption price, if any. The shares of Series C Preferred Stock redeemed by the Corporation pursuant to this Certificate of Designation shall, upon such redemption, be automatically retired and restored to the status of authorized but unissued shares of Preferred Stock.

5.5 Notwithstanding anything to the contrary herein or otherwise, and for the avoidance of doubt, any shares of Series C Preferred Stock (or fraction thereof) that have been redeemed pursuant to an Initial Redemption shall not be deemed to be outstanding for the purpose of voting or determining the number of votes entitled to vote on any matter submitted to stockholders (including the Authorized Share Proposal, the Adjournment Proposal or any other matter brought before any meeting of stockholders held to vote on the Authorized Share Proposal) from and after the time of the Initial Redemption. Notice of any meeting of stockholders for the submission to stockholders of any proposal to approve the Authorized Share Proposal shall constitute notice of a redemption of shares of Series C Preferred Stock pursuant to an Initial Redemption and result in the automatic redemption of the applicable shares of Series C Preferred Stock (and/or fractions thereof) pursuant to the Initial Redemption at the Initial Redemption Time pursuant to Section 5.1 hereof. Notice by the Corporation of the approval by the Corporation's stockholders of the Authorized Share Proposal, whether by press release or a filing with the Securities and Exchange

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Commission, shall constitute a notice of redemption of shares of Series C Preferred Stock pursuant to a Subsequent Redemption and result in the automatic redemption of the applicable shares of Series C Preferred Stock (and/or fractions thereof) pursuant to the Subsequent Redemption at the Subsequent Redemption Time pursuant to Section 5.2 hereof. In connection with the filing of this Certificate of Designation, the Corporation has set apart funds for payment for the redemption of all shares of Series C Preferred Stock pursuant to the Redemptions and shall continue to keep such funds apart for such payment through the payment of the purchase price for the redemption of all such shares. Notwithstanding anything herein to the contrary, the Corporation shall not be required to pay any redemption proceeds to any holder of Series C Preferred Stock if the amount of the payment would be less than \$100.00.

6 Transfer Shares of Series C Preferred Stock will be uncertificated and represented in book-entry form. No share of Series C Preferred Stock may be transferred by the holder thereof except in connection with a transfer by such holder of the corresponding share of Common Stock held thereby, in which case a number of shares of Series C Preferred Stock equal to the number of shares of Common Stock to be transferred by such holder shall be automatically transferred to the transferee of such shares of Common Stock. Each Series C Preferred Stock shall at all times be attached to the corresponding share of Common Stock or Series B Preferred Stock in respect of which such Series C Preferred Stock was issued as a distribution. Notice of the foregoing restrictions on transfer shall be given in accordance with NRS 78.235.

7 Fractional Shares The Series C Preferred Stock may be issued in whole shares or in any fraction of a share that is one one-thousandth (1/1,000th) of a share or any integral multiple of such fraction, which fractions shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, participate in distributions upon a Dissolution and have the benefit of any other rights of holders of Series C Preferred Stock.

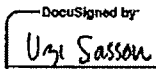
8 Severability Whenever possible, each provision hereof shall be interpreted in a manner as to be effective and valid under applicable law, but if any provision hereof is held to be prohibited by or invalid under applicable law, then such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions hereof.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation of Series C Preferred Stock on behalf of the Corporation as of January 25, 2024

META MATERIALS INC

By 
Name Uzi Sasson
Title Chief Executive Officer and President

[Signature Page to Certificate of Designation]